

BALL JANIK LLP

A T T O R N E Y S

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LOUIS E. GITOMER
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September 23, 1998

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the two documents described below, both to be recorded pursuant to 49 U.S.C. § 11301.

The first document is a Bill of Sale, a secondary document, dated September 8, 1998. The primary document to which this is connected is recorded under Recordation No. 21536. We request that one copy of this document be recorded under Recordation No. 21536-E.

The name and address of the party to the Bill of Sale is:

Seller:

Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510-2191

A description of the equipment covered by the Bill of Sale consists of one GP-38 locomotive numbered NS 2793.

The second document is a Bill of Sale, a secondary document, dated September 8, 1998. The primary document to which this is connected is recorded under Recordation No. 21536. We request that one copy of this document be recorded under Recordation No. 21536-F.

RECORDATION NO. 21536-E, F
FILED
SEP 23 '98 11-40 AM

RECEIVED
SURFACE TRANSPORTATION BOARD
SEP 23 11 40 AM '98

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Honorable Vernon A. Williams
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The name and address of the party to the Bill of Sale is:

Seller:

← The Alabama Great Southern Railroad Company
Three Commercial Place
Norfolk, VA 23510-2191

A description of the equipment covered by the Bill of Sale consists of one GP-38 locomotive numbered NS 2811.

A fee of \$52.00 is enclosed. Please return the original of each document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) a Bill of Sale by Norfolk Southern Railway Company, Three Commercial Place, Norfolk, VA 23510-2191, consisting of one GP-38 locomotive numbered NS 2793; and (2) a Bill of Sale by The Alabama Great Southern Railroad Company, Three Commercial Place, Norfolk, VA 23510-2191, consisting of one GP-38 locomotive numbered NS 2793.

Very Truly Yours,


Louis E. Gitomer

Enclosures

RECORDATION NO. 21536-F FILED
SEP 23 '98 11-40AM

RailAmerica, SO106798
Exchange #22

BILL OF SALE

The Alabama Great Southern Railroad Company ("Seller") for valuable consideration paid by Banc One Leasing Corporation, on behalf of South Central Tennessee Railroad Corp. (assignee of RailAmerica Equipment Corporation) ("Purchaser"), at or before the execution and delivery of these presents, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, sell, transfer, quitclaim and set over unto the Purchaser, its successors and assigns, all its right, title and interest in the units of used railroad equipment identified on Exhibit A attached hereto (the "Equipment").

TO HAVE AND TO HOLD the Equipment unto Purchaser, its successors and assigns, for its and their own use forever.

Seller hereby warrants to Purchaser that Seller is the lawful owner of the Equipment, has valid title thereto, is duly authorized to sell the same and that title to the Equipment is transferred free of all liens, security interests or encumbrances arising by, through or under Seller.

THE EQUIPMENT IS BEING SOLD ON AN "AS IS, WHERE IS" BASIS AND WITH ALL FAULTS. EXCEPT AS SET FORTH HEREIN, THE SELLER MAKES NO REPRESENTATION OR WARRANTY, EITHER EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE EQUIPMENT, INCLUDING WITHOUT LIMITATION ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY AND SHALL NOT BE LIABLE FOR LOST PROFITS OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL OR COMMERCIAL LOSSES OF ANY KIND.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed by its duly authorized officer, this 8th day of September, 1998.

THE ALABAMA GREAT SOUTHERN
RAILROAD COMPANY

By: William J. Romig
Vice President

Attest:

Sandra J. Purice
Corporate Secretary

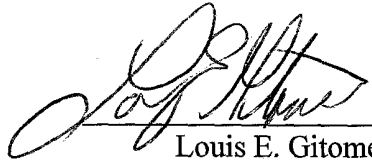
EXHIBIT A

One (1) used GP 38 locomotive unit, bearing the following identifying initial and unit number:

2811

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale dated September 8, 1998, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
September 23, 1998